

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

ZECTOR

LIMITED

Presented by

Presentor's Reference.....

OYEZ SERVICES LIMITED
COMPANY DIVISION
OYEZ HOUSE, P.O. BOX 55
237 LONG LANE,
LONDON, SE1 4PU

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F21221 3.5.73

Companies 6C

[P.T.O.]

I, HOWARD THOMAS

of OYEZ HOUSE

27 CRIMSCOTT STREET

LONDON SE1 5TT.

(a) Here insert:
A Solicitor of the
Supreme Court (or
in Scotland a
Solicitor) engaged
in the formation
or
A person named
in the Articles of
Association as a
Director or
Secretary.

Do solemnly and sincerely declare that I am (a) a person named in the

Articles of Association as Secretary. 

of

ZECTOR

Limited

and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 11 Breems Buildings,

in the city of London EC4.

the 26th day of September,

one thousand nine hundred and

seventy five.

Before me, 

A Commissioner for Oaths (b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

4956012

1229140/3

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

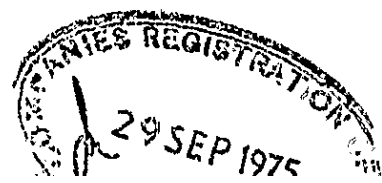
of

ZECTOR LIMITED

SEP 29 1975 9970

050.00

1. The name of the Company is "ZECTOR LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on business as designers, manufacturers, merchants and servicers of and dealers in plant, machinery and equipment generally, together with their component parts and to prepare for sale, work in and treat all kinds of metals and metal products and to be mechanical, motor, electrical and general engineers.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.



(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stock or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities

which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.


(S) To do all such other things as are incidental or conducive to the above objects or any of them. ✓

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into 100 shares of £1 each.


WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
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H. THOMAS,
Oyez House,
27, Crimscott Street,
London SE1 5TT.

ONE

Company Registration Agent.



D.R. DAVEY,
Oyez House,
27, Crimscott Street,
London SE1 5TT.

ONE ✓

Company Registration Agent.

Dated this 25th day of September, 1975.

Witness to the above Signatures:-


E.D. MARSDEN,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent. ✓

1229140/4

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ZECTOR LIMITED

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

SECRETARY

2. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. Thomas
H. THOMAS,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent.

D.R. Davey
D.R. DAVEY,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent.

Dated this 25th day of September, 1975.

Witness to the above Signatures:-

E.D. Marsden
E.D. MARSDEN,
Oyez House,
27 Crimscott Street,
London SE1 5TT.

Company Registration Agent.



CERTIFICATE OF INCORPORATION

No. 1229140

I hereby certify that

ZECTOR LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 8th October 1975

A handwritten signature in cursive script, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies